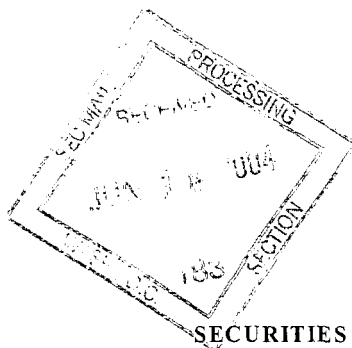


## FORM D



04033819

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

## OMB APPROVAL

OMB Number: 3235-0076  
Expires: May 31, 2005  
Estimated average burden  
hours per response .....1

## SEC USE ONLY

Prefix

Serial

DATE RECEIVED

PROCESSED

JUN 24 2004

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change)

Andrea Electronics Corporation Series D Convertible Preferred Stock and Warrants

THOMSON  
FINANCIAL  
☐ ULOE

Filing Under (Check box(es) that apply):

☐ Rule 504☐ Rule 505☒ Rule 506☐ Section 4(6)

Type of Filing:

☐ New Filing☒ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change)

Andrea Electronics Corporation

Address of Executive Offices (Number and Street, City State, Zip Code)

45 Melville Park Road, Melville, New York 11747

Telephone Number (Including Area Code)

(631) 719-1800

Address of Principal Business Operations (Number and Street, City State, Zip Code)  
(if different from Executive Offices)

Same

Telephone Number (Including Area Code)

Same

Brief Description of Business

## Radio and TV Broadcasting &amp; Communications Equipment

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify)☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year

November 1934

☒ Actual☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: NY

CN for Canada; FN for other foreign jurisdiction)

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et. seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to file: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	\$ <u>2,500,000</u>	\$ <u>2,500,000</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred .....		
Convertible Securities (including warrants) .....	\$ <u>(1)</u>	\$ <u>(1)</u>
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____) .....	\$ <u>0</u>	\$ <u>0</u>
Total .....	\$ <u>2,500,000</u>	\$ <u>2,500,000</u>

(1) Pursuant to a Securities Purchase Agreement, dated as of February 20, 2004, Andrea Electronics Corporation sold for an aggregate purchase price of \$2,500,000 an aggregate of 2,500,000 shares of Series D Convertible Preferred Stock and Warrants exercisable for 5,000,000 shares of common stock. The first tranche of this transaction, whereby Andrea Electronics, for a purchase price of \$1,250,000, sold 1,250,000 shares of Series D Convertible Preferred Stock and Warrants exercisable for 2,500,000 shares of common stock, was previously reported. Each share of Series D Convertible Preferred Stock is convertible into four (4) shares of common stock.

Answer also in appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregated dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero"

	Number Investors	Aggregate Dollar Amount of Purchase
Accredited Investors .....	<u>19</u>	\$ <u>2,500,000</u>
Non-accredited investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	<u>19</u>	\$ <u>2,500,000</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offering of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C- Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>NA</u>	\$ <u>NA</u>
Regulation A .....	<u>NA</u>	\$ <u>NA</u>
Rule 504 .....	<u>NA</u>	\$ <u>NA</u>
Total .....	<u>NA</u>	\$ <u>NA</u>

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>189,280</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ <u>11,300</u>
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <sup>(1)</sup> .....	<input checked="" type="checkbox"/>	\$ <u>251,952</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>452,532</u>

(1) In connection with the transactions pursuant to the Securities Purchase Agreement and other transactions, Andrea Electronics Corporation paid to KnightsBridge Holdings LLC a total of \$350,000 and issued to KnightsBridge Holdings LLC Warrants exercisable into 439,594 shares of common stock.

b. Enter the difference between the aggregate offering price given in response to Part C - Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to issuer." .....

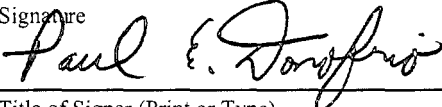
\$ 2,047,468

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,047,468</u>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,047,468</u>
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,047,468</u>
Total Payments Listed (column totals added) .....			<input checked="" type="checkbox"/>	\$ <u>2,047,468</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Andrea Electronics Corporation		June 16, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Paul E. Donofrio	President and Chief Executive Officer	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

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